

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA**

EDDYSTONE RAIL COMPANY, LLC, Plaintiff/Counter-defendant,	:	
	:	
v.	:	
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BRIDGER LOGISTICS, LLC, <i>et al.</i> , Defendants,	:	No. 2:17-cv-00495-JD
	:	
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BRIDGER LOGISTICS, LLC, <i>et al.</i> , Defendants/Counterclaimants.	:	
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DEFENDANTS’ STATEMENT OF UNCONTROVERTED MATERIAL FACTS

1. Bridger Transfer Services, LLC (“BTS”) was organized as a limited liability company under Louisiana law on June 1, 2011. [Exhibit 1 to Declaration of Alicia Ragsdale Olszeski (“Olszeski Decl.”), attached hereto as Exhibit A (specifically Articles of Organization of BTS, Articles 1 and 2, BLFG_EDPA0310345); Declaration of Julio Rios, II (“Rios Decl.”) ¶ 3, attached hereto as Exhibit B; Declaration of Jeremy Gamboa (“Gamboa Decl.”) ¶ 3, attached hereto as Exhibit C]

2. BTS did not have an operating agreement. [Rios Decl. ¶ 4; Gamboa Decl. ¶ 4]

3. Its articles of organization specified that BTS would “be managed by one or more Managers.” [Olszeski Decl., Exhibit 1 (specifically, Articles of Organization of BTS, Article 5(A), BLFG_EDPA0310346)]

4. The articles of organization also provided that “[e]ach Manager is relieved of any personal liability to the fullest extent permitted by law, including, not by way of limitation, any liability for monetary damages for breach of any duty provided for in R.S. 12:1314.” [Olszeski Decl., Exhibit 1 (specifically, Articles of Organization of BTS, Article 8, BLFG_EDPA0310347)]

5. As of July 1, 2013, Bridger Logistics, LLC (“Bridger Logistics”) was the sole member of BTS. [Olszeski Decl., Exhibit 1 (specifically, Notice of Change of Members of BTS, BLFG_EDPA0310351, Notice of Change of Members and Membership Interests of BTS, BLFG_EDPA0310352, and Notice of Change of Members and Managers of BTS, BLFG_EDPA0310354)]

6. As of July 1, 2013, Bridger, LLC (“Bridger”) was the sole manager of BTS. [Olszeski Decl., Exhibit 1 (specifically, Notice of Change of Members and Managers of BTS, BLFG_EDPA0310354)]

7. On June 24, 2015, Ferrellgas Partners, L.P. acquired the membership interests of Bridger Logistics from Bridger. [Rios Decl. ¶ 7; Gamboa Decl. ¶ 6]

8. On June 24, 2015, BTS filed amended and restated articles of organization with the Louisiana Secretary of State, which did not specify whether BTS was managed by its member or by managers. The restated articles also omitted the provision eliminating the personal liability of managers for damages for breach of fiduciary duty. [Olszeski Decl., Exhibit 1 (compare Amended and Restated Articles of Organization of BTS, BLFG_EDPA0310355-56, to Articles of Organization of BTS, Article 5(A), BLFG_EDPA0310346, and Article 8, BLFG_EDPA0310347)]

9. Jeremy Gamboa was never a member or manager of BTS. [Gamboa Decl. ¶ 5]

10. Julio Rios was never a member of BTS. [Rios Decl. ¶ 5]

11. Julio Rios last served as a manager of BTS before July 1, 2013, when the Eddystone facility was still under construction and not yet in operation, but not after July 1, 2013. [Rios Decl. ¶ 6]

Dated: August 13, 2020

Respectfully submitted,

By: /s/ Lawrence G. Scarborough
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CERTIFICATE OF SERVICE

I, Jacob A. Kramer, hereby certify that on August 13, 2020, a true and correct copy of the foregoing Statement of Uncontroverted Material Facts was filed electronically via the Court's ECF filing system. This document is available for viewing and downloading from the ECF system and electronic notification has been sent to all counsel of record.

/s/ Jacob A. Kramer

Jacob A. Kramer